Edgar Filing: HIGHWOODS PROPERTIES INC - Form 4

HIGHWOODS PROPERTIES INC

Form 4

October 03, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * VANDIVER F WILLIAM JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HIGHWOODS PROPERTIES INC

[HIW]

09/30/2006

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

Officer (give title

X_ Director

10% Owner Other (specify

C/O HIGHWOODS PROPERTIES. INC., 3100 SMOKETREE COURT,

(Street)

SUITE 600

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Middle)

X Form filed by One Reporting Person Form filed by More than One Reporting

RALEIGH, NC 27604

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number		6. Date Exercisable and		7. Title and Amount of		8. Pric		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative			ative	Expiration Date		Underlying Securities		Deriva
Security	or Exercise		any	Code	Code Securities			(Month/Day/Year)		(Instr. 3 and 4)		Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	str. 8) Acquired							(Instr.
	Derivative				(A) or							
	Security				Disposed of							
					(D)							
					(Instr. 3, 4,							
						and 5)						
				Code	V	(A)	(D)	Date	Expiration	Title	Amount	
						. ,	` /	Exercisable	Date		or	
											Number	
											of	
											Shares	
70.1										~		
Phantom	<u>(2)</u>	09/30/2006		A		71.82		(3)	(4)	Common	71.82	\$ 28
Stock (1)	<u>, 27</u>	07/30/2000		11		71.02		<u> </u>	<u></u>	Shares	71.02	Ψ 20

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

VANDIVER F WILLIAM JR C/O HIGHWOODS PROPERTIES, INC. 3100 SMOKETREE COURT, SUITE 600 RALEIGH, NC 27604



Signatures

/s/Mack D. Pridgen, III for F. William Vandiver, Jr.

10/03/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to issuer's Deferred Fee Plan adopted under its 1994 Stock Option Plan.
- (2) Security converts to cash price of common stock on a one-for-one basis.
- (3) Pursuant to Individual Payout Election form on file.
- (4) There is no expiration date to payout election.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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